

May 15, 2017

Andrew L. Spielman

Honorable Sly James and  
City Council of the City of Kansas City, Missouri  
City Hall  
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Re: Kansas City International Airport/Terminal A Modernization

Dear Mayor and Council:

Thank you for your interest in potentially engaging WilmerHale to assist the City of Kansas City in setting strategy and negotiating transaction documents with the various parties that could be part of a modernization project for the Kansas City International Airport (the “Project”). WilmerHale practices at the intersection of business and public policy and is well-suited to play this role. We bring a depth and breadth of experience in large-scale real estate development, finance, land use regulation and infrastructure that few can match, and we offer a number of individuals with experience on both the public and private sides of these transactions. I have attached a description of some of the relevant practices and also biographies of some of the people we would call upon if we were to receive this important assignment.

The following are examples of just a few of the area we believe will be paramount, and the reasons we believe we are equipped to represent the City ably:

- We are familiar with best practices and innovative approaches being used by governmental contracting agencies that seek to harness the development expertise of private parties, but in so doing also minimize risk to the public. Key elements of the MOU and Definitive Agreements will include thoroughly addressing issues associated with control over design decisions, cost calculation (i.e. what “counts” against the Guaranteed Maximum Price), sharing of cost savings, liability for delays (including liquidated damages and what causes of delay – e.g. force majeure or the discovery of unforeseen conditions – may or may not be the basis for excusable delay), scrutiny of the Developer’s Financing Plan to minimize risk of interruption of financing, recourse to creditworthy parties with respect to design and construction warranties, bonding requirements, incorporation of “green building” and sustainability objectives, and control over decisions and allocation of risk that may lead to schedule delay and change orders. Our team is thoroughly familiar with these principles and contractual provisions that will protect the public, and well versed in the issues associated with real estate development agreements, leases and sublease. Biographies of some of our leading real estate, construction and land use partners are attached.

Honorable Sly James and  
City Council of the City of Kansas City, Missouri  
May 15, 2017  
Page 2

- We will specifically target and mitigate the risk faced by the City if the developer, a contractor, or an airline fails to fulfill its obligations with respect to the Project. We have represented creditors in airport terminal-related insolvency situations, including in connection with the Northwest Airlines and American Airlines bankruptcies, and we currently represent creditors of Empresas ICA, a leading Mexican airport facilities contractor, in its financial restructuring. We understand the structural insolvency risk inherent in lease-sublease arrangements and in the context of municipal and municipal-conduit bond finance transactions, and we can also address the credit risk issues that will necessarily arise in a such a large and meaningful endeavor as the Project. It is crucial from economic and political perspectives that any failure by the Developer or a Contractor not undermine the Project as a whole, and we have the experience to help prevent that result. The biography of George Shuster, a partner in our Bankruptcy & Financial Restructuring Group with this experience, is attached.
- We are a national practice, with offices in Washington, New York, Boston, Denver, Palo Alto and Los Angeles. We do not have a presence in Kansas City, and we believe that is a good thing for this transaction. We are reminded of the approach the City and County of Denver took in connection with the development of its new airport. Denver engaged a prominent outside firm to represent it against the airlines, design/build firms and others, reasoning that an outside firm had the heft to push back on powerful local interests without conflicts of interest that arise for firms with a local presence. The biography of Tom Strickland is attached. In addition to his involvement on behalf of the business community during construction of Denver's airport, Tom has managed significant infrastructure and transportation projects from the public side, as chair of the Colorado State Transportation Commission, and held senior positions in the Obama Administration, serving most recently as Chief of Staff and Assistant Secretary for Fish and Wildlife and Parks for the U.S. Department of Interior. Partner Andy Spielman, chair of the Energy, Environment and Natural Resources group, assists Denver's mayor and Airport's CEO with attracting new carriers and international routes and also has experience with election law and municipal and statewide referendums and ballot initiatives.
- We work often with cities and municipalities on behalf of private companies and developers, but we also work on behalf of cities and are attuned to the needs of all constituents. Most recently, we were engaged by the cities of Baltimore and Chicago to assist with Department of Justice investigations relating to police practices. The biography of Debo Adegbile, who led those efforts and advises universities and private companies on a wide variety of anti-discrimination matters, is attached. Our team has counseled developers of significant infrastructure projects including:

WILMERHALE

Honorable Sly James and  
City Council of the City of Kansas City, Missouri  
May 15, 2017  
Page 3

- The Washington Metropolitan Airports Authority in the development of rail transit;
- A City Council in Colorado in interstate highway improvements to facilitate access to regional commercial and retail facilities; and
- Development of numerous interstate pipelines and transmission (including projects involving Burns and McDonnell).

In addition to the biographies mentioned above, I have included biographies of others who might be called upon to support the City if we were to be engaged. We look forward to exploring our potential representation of the City with you and the other City Councilors.

Very truly yours,



Andrew L. Spielman

ALS::dcm  
Attachments:  
Practice Summaries  
Biographies

## Practice Summaries

### Infrastructure

WilmerHale's Energy, Environment and Natural Resources Practice draws on its substantive legal and technical background, knowledge of industry, and insight from government service to achieve clients' objectives in a range of regulatory, litigation, legislative and transactional matters arising at the intersection of law, business, science and public policy. Many of our lawyers have government experience in the United States and Europe, and include several former senior US government officials who have served in the Departments of the Interior, Energy, Justice, Defense and Treasury; and in the Environmental Protection Agency and Federal Energy Regulatory Commission, among other agencies, in addition to serving in the White House, on Capitol Hill and in state energy regulatory agencies. Understanding how government works, the best approach to take, and which agencies to involve is essential to winning project development approval.

We have significant experience with the federal permitting process and have handled large and highly complex infrastructure projects across major industries, including transportation, offshore and onshore energy generation, electricity transmission, and oil and gas pipelines. We are intimately familiar with FAST-41 and its applications, having participated as architects of the FAST-41 framework and its implementing policies.

Our team has counseled developers of significant infrastructure projects including representing

- The Washington Metropolitan Airports Authority in the development of rail transit;
- A City Council in Colorado in interstate highway improvements to facilitate access to regional commercial and retail facilities; and
- Development of numerous interstate pipelines and transmission (including projects involving Burns and McDonnell).

Partner Andy Spielman, chair of the Energy, Environment and Natural Resources group, assists Denver's mayor and Airport's CEO with attracting new carriers and international routes and also has experience with election law and municipal and statewide referendums and ballot initiatives. Partner Tom Strickland, who joined the Department of the Interior in 2009, holding both the Chief of Staff and Assistant Secretary positions, also previously served on and chaired the State Transportation Commission and oversaw the Colorado transportation system. Subsequently, he was the lead lawyer on a \$700M beltway project. He also represented Hertz for years in negotiating their agreements at many major airports.

### Real Estate Development

WilmerHale's Real Estate Practice is renowned for its sophisticated representation of developers, investors, landlords, tenants, lenders and institutions on complex real estate projects and transactions. WilmerHale has been at the forefront of many of the most significant and complex development projects in the United States over the past several decades. We advise owners, developers, lenders and investors on every step of the development process—from site

identification and evaluation through design, permitting, financing, construction, leasing and sale. A few relevant projects on which we have advised include representing

- The developer of a 56-story tower containing a luxury hotel and condominiums in Boston's Back Bay, which will be the third tallest building in Boston.
- A public REIT in the development of a 1,500,000-square-foot life sciences office and laboratory campus in Cambridge, Massachusetts.
- The developer of a 4,500,000-square-foot mixed-use and "smart growth" development in suburban Boston.
- One of Boston's largest universities in the expansion of its science and technology campus involving several phases of development totaling 1,500,000 square feet of space on a 10 acre parcel, including a dormitory, arena and recreation center. We also represented the university in zoning and permitting for a second dormitory and the development of an administrative building, research center, life sciences and engineering building, and field house, and in its joint development with a national developer to create graduate student housing.

#### Debt Finance & Insolvency

WilmerHale's core Debt Finance practice is comprised of over a dozen lawyers that focus on representing clients in commercial debt transactions, in addition to numerous specialists across the firm in practice areas that are involved in debt transactions such as securities, tax and real estate law. The practice is also complemented and strengthened by the firm's top-tier ranked Corporate practice group comprised of over 120 attorneys. WilmerHale's strength in the debt finance area includes specialty finance, such as structuring royalty stream and other receivables securitization arrangements, and also working on project finance deals, particularly in the transportation energy industry.

Our firm also has a sophisticated and experienced Bankruptcy and Financial Restructuring practice that represents stakeholders of all types in financial restructuring matters worldwide. We have represented creditors in airport terminal-related insolvency situations, including in connection with the Northwest Airlines and American Airlines bankruptcies, and we currently represent creditors of Empresas ICA, a leading Mexican airport facilities contractor, in its financial restructuring.

## Biographies



## Andrew L. Spielman

Partner

Co-Partner-in-Charge, Denver Office

Chair, Energy, Environment and Natural Resources Practice

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### Practice Area

#### Regulatory and Government Affairs

Big Data

Energy, Environment and Natural Resources

Public Policy and Legislative Affairs

Strategic Response

### Education

JD, Georgetown University Law Center, 1997

MGA, University of Pennsylvania, 1990

BA, University of Pennsylvania, 1988

### Bar Admissions

Colorado

District of Columbia

Hawai'i

### Languages

Spanish

Andrew (Andy) Spielman is a widely regarded leading preeminent public lands, environmental and natural resources lawyer whose practice involves administrative and regulatory proceedings and government relations, and centers around assisting energy clients with policy and regulatory issues involved in developing new facilities, as well as representing ski areas, mining, oil and gas companies, and tribal governments in the public land use and environmental permitting process. Mr. Spielman serves as chair of WilmerHale's Energy, Environment and Natural Resources Practice, and is a partner-in-charge of the Denver office.

Mr. Spielman combines federal, state and local government experience with natural resources, land use and Western public lands law to assist energy developers, mining companies, ranchers, ski areas, water suppliers and others with obtaining regulatory approvals and permits from governments across the United States.

Mr. Spielman is admitted to practice in Colorado, District of Columbia and Hawai'i. He is also admitted to practice before the US Supreme Court and the US Court of Appeals for the Ninth and Tenth Circuits. He's also admitted before the US District Court for the District of Colorado and the US District Court for the District of Columbia.

Mr. Spielman is a frequent lecturer on public lands law and policy and speaks on the subjects of natural resource, environmental and land use law, and wind energy and resort development across the country.

### Past Experience

Prior to joining WilmerHale, Mr. Spielman was global co-head of Hogan Lovells' Energy and Natural Resources Group.

Following completion of graduate work in governmental administration, Mr. Spielman earned a Presidential Management Fellowship and later served in senior positions at the US Environmental Protection Agency in Washington DC, including acting Associate Director of the Office of Sustainable Ecosystems and Communities and Special Assistant to EPA's Administrator. Mr. Spielman's bi-partisan governmental experience also includes positions in the Executive Office of the President, Office of Management and Budget, and the US Senate, as well as with local government in parks, open space, utilities, and housing and economic development. He has also served on campaign committees for Senator Mark Udall, Senator Michael Bennet and Governor John Hickenlooper, and has served on the natural resources transition teams for Colorado's two most-recently elected governors.

While in federal service, Mr. Spielman taught environmental policy in Central and Eastern Europe on behalf of the US Agency for International Development, and was recognized by Vice President Al Gore for his contributions to Reinventing Government (environment and natural resources).

### Recent Highlights

In recent years, Mr. Spielman's work has included:

- representing Newmont Mining in a historic 1.5-million-acre voluntary, landscape-level conservation agreement with the Department of the Interior, among other stakeholders, to promote the conservation of sagebrush habitat and species in exchange for the potential to earn credits to offset the impact of future mining operations in the state of Nevada;
- securing federal, state and county land use approvals for nearly 4,000 megawatts of wind energy, including more than 1,000 megawatts in Eastern Colorado;
- representing 25 ski areas nationwide as public lands, NEPA, forest service and land use counsel, securing approvals for a new ski area and year-round facilities expansions;
- assisting with siting of interstate renewable energy transmission facilities serving solar and wind resource projects nationwide;
- assisting with development approvals of interstate pipelines for natural gas transmission;
- representing mining companies before the US Department of the Interior;
- on a pro bono basis, representing seven national, state and Western Slope environmental and conservation groups as parties to the successful mediation and settlement of the 30-year long Black Canyon of the Gunnison water rights litigation;
- representing numerous public utilities before the US Forest Service and Department of the Interior;



- successfully defending a Forest Service permittee's lands approval in appeals to the Ninth Circuit and before the United States Supreme Court;
- representing major Independent Power Producers (IPPs) with ensuring compliance with federal and state wildlife laws; and
- representing ranchers and institutional landowners in Colorado and Hawai'i with resource-based energy and economic development.

#### Professional Activities

Mr. Spielman's government experience is extensive. He currently serves as chair of Colorado's Regional Air Quality Council, treasurer and a board member of the National Parks Action Fund, a member of the Advisory Council of the University of Colorado Denver Business School's Global Energy Management program, and a member of the Public Lands Committee of the National Ski Areas Association.

He previously served as chair of the Colorado Oil and Gas Conservation Commission, chair of the National Parks Conservation Association's Southwest Advisory Council, president of the Colorado Coalition of Land Trusts, a member of the Board of Governors for the Metro Denver Economic Development Council, and on the Governor's Task Force on Cooperative Strategies Regarding State and Local Regulation of Oil and Gas Development.

#### Honors & Awards

- Recommended in the 2016 edition of *The Legal 500 United States* for energy: regulatory
- Recognized in the 2016 and 2017 editions of *The Best Lawyers in America* for natural resources law
- Named by *Law Week Colorado* as Best Environmental Lawyer 2016 in their Barrister's Best edition
- Named to the *Denver Business Journal's* 2012-2015 lists of Who's Who in Energy
- Named by *5280 Magazine* as a 2015, 2016 and 2017 Denver Top Lawyer for Environmental Law
- Ranked in the 2008-2016 editions of *Chambers USA: America's Leading Lawyers for Business* in the category of natural resources and environment, with sources saying he is "amiable, knowledgeable and extremely good at building relationships," "an important player in the field" and a "skilled counselor and negotiator" who is commended for his work on renewable energy"
- Named the Best Renewable Energy Lawyer - Barrister's Best/People's Court in 2009 and 2012-2014 by *Law Week Colorado*

- Selected by clients and peers as being among the world's leading energy lawyers in the 2012-2014 editions of *Who's Who Legal*
- Named "50 for the Future" by the Colorado Statesman in 2007
- Named to the *Denver Business Journal's* 2006 "Forty Under 40" list
- Recipient of the 1994 Reinvention Award by the Vice President's National Performance Review
- Selected as a 1990 Presidential Management Fellow

#### Publications

- "Between a Hardrock and a Hard Place: Key Deal Points for the Foreign Investor in U.S. Mining Projects," Rocky Mountain Mineral Law Foundation, July 17, 2015
- "Big Federal Push For Expediting Infrastructure Projects," *Law360*, May 30, 2014
- "Industry Awaits FWS Decision On First Eagle Take Permit," *North American Windpower*, April 2012
- "This Land Is Your Land: BLM Seeking Input On Solar Project Development," *Solar Industry Magazine*, February 9, 2012
- "Change is in the wind: The Forest Service is looking at allowing wind power on its lands," *Ski Area Management*, January 2012
- "The Antiquities Act," *The Denver Post*, June 9, 2011
- "Development on Public Lands Is a Federal Priority – Or Is It?" *North American Windpower*, May 2011
- "Denver Benefits from Sustainable Recreation Industry," *Denver Business Journal*, December 3, 2010
- "Renewable Energy Siting and Non-Renewable Public Lands—A Government Balancing Act," *Clean Energy Daily*, February 24, 2010
- "Stimulus Cash," *Ski Area Management*, Beardsley Publishing Corporation, July 1, 2009
- "Community Environmental Compliance Flexibility," EPA 230-R-95-001, US Environmental Protection Agency, January 1995
- "Local Government Implementation of Environmental Mandates," EPA 230-R-93-007, US Environmental Protection Agency, August 1993



## Thomas L. Strickland

Partner

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### Practice Area

#### Litigation/Controversy

Government and Regulatory  
Litigation

Investigations and Criminal  
Litigation

#### Regulatory and Government Affairs

Energy, Environment and Natural  
Resources

Federal Inspector General  
Investigations

Public Policy and Legislative  
Affairs

Strategic Response

#### Securities

Litigation and Enforcement

#### Education

JD, with honors, University of Texas  
School of Law, 1977

BA, English Literature, with honors,  
Louisiana State University, 1974

#### Bar Admissions

District of Columbia

Colorado

Minnesota

Texas

#### Clerkships

US District Court for the Southern  
District of Texas, 1977 - 1979

Thomas Strickland's practice focuses on a range of matters at the intersection of law, business, and government policy, including governmental enforcement cases, Congressional and internal investigations, corporate governance, and high-stakes crisis management matters. His substantive expertise includes natural resources and environmental law, healthcare regulation and securities law. Mr. Strickland joined the firm after serving as Chief of Staff and Assistant Secretary for Fish and Wildlife and Parks for the United States Department of the Interior; US Attorney for the District of Colorado; and Chief Legal Officer at UnitedHealth Group.

Mr. Strickland's service as a senior member of the Obama Administration followed his previous roles as chief legal officer for UnitedHealth Group, United States Attorney for the District of Colorado, and Policy Director for former Colorado Governor Richard Lamm.

Following confirmation by the US Senate, Mr. Strickland joined the Interior Department in 2009, holding both the Chief of Staff and Assistant Secretary positions. As Chief of Staff to Secretary Ken Salazar, he oversaw press, legislative and intergovernmental affairs for the department, including coordination with the White House and external constituencies. Mr. Strickland was also responsible for oversight, and management of 77,000 employees and a \$12 billion budget. While there he was also very involved in energy matters, from leasing decisions on federal land to the development of the five year plan for the Outer Continental Shelf.

Prior to joining the Department of the Interior, Mr. Strickland was executive vice president and chief legal officer at UnitedHealth Group, where he managed an in-house legal department of 200 attorneys and a nationwide team of outside counsel. He was responsible for all legal, regulatory and compliance matters and implemented a number of corporate governance initiatives.

Mr. Strickland also has extensive experience in private practice, and was previously a partner at Hogan & Hartson (now Hogan Lovells), where he helped build and lead the firm's practice in Colorado. He also previously served as US Attorney for Colorado, where he led the federal investigation of the Columbine shootings.

### *Energy Experience*

In both the public and private sectors, Mr. Strickland has significant experience working with clients in the energy industry on regulatory, policy and crisis management issues. He acted as outside counsel for Colorado Interstate Gas (a subsidiary of the Coastal Corporation) and lead counsel for Xcel Energy in the successful renegotiation of their franchise agreement with the City of Denver. He has also represented Colorado Oil and Gas Association (COGA), and numerous mining and energy companies on public lands and environmental issues.

While at the Department of the Interior, following the Deepwater Horizon incident, Mr. Strickland was deeply involved with the response and clean up efforts, and acted as lead negotiator of the Natural Resource Damage Assessment team. He was also involved in the review and permitting of wind and solar projects on public lands. As Assistant Secretary, he managed the National Park System and the National Wildlife Refuge System, and the enforcement of the Endangered Species Act. In this capacity Mr. Strickland was involved in reviewing the wildlife impacts of many conventional and renewable energy projects.

### **Honors & Awards**

- Selected by his peers for inclusion in the 2017 edition of the *Best Lawyers in America*

### **Community Involvement**

Mr. Strickland is a founding member of Great Outdoors Colorado, a statewide initiative that directs lottery dollars to help preserve wildlife habitat, parks, rivers, trails and open space.





## Debo P. Adegbile

Partner  
Co-Chair, Anti-Discrimination Practice

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### Practice Area

#### Litigation/Controversy

Anti-Discrimination  
Appellate and Supreme Court  
Litigation  
Government and Regulatory  
Litigation  
Investigations and Criminal  
Litigation

#### Regulatory and Government Affairs

Anti-Discrimination  
Big Data  
Financial Institutions  
Strategic Response

#### Education

JD, New York University School of  
Law, 1994  
BA, Government, Connecticut  
College, 1991, Recipient, Anna Lord  
Strauss Medal

#### Bar Admissions

New York  
United States Supreme Court

Debo P. Adegbile focuses his practice on a broad range of matters at the intersection of law, business and government policy. He has significant experience in commercial, government-facing and appellate litigation, as well as strategic counseling in high-stakes cases, anti-discrimination matters and investigations. In addition to his practice at the firm, Mr. Adegbile currently serves as a commissioner on the US Commission on Civil Rights, appointed by President Obama in 2016.

His broad legal understanding is drawn from years of experience in the top tier of the law firm, government and not-for-profit sectors, including high-ranking roles with the Senate Judiciary Committee and the NAACP Legal Defense and Educational Fund, Inc.

Mr. Adegbile's recent representations include municipalities and local government agencies involved in US Department of Justice (DOJ) investigations and/or False Claims Act litigation; a leading social media company responding to a federal inquiry; financial institutions in connection with federal fair lending compliance, investigations and putative ERISA class actions; and a leading university in a constitutional challenge to its admissions practices. He serves as counsel to a number of clients regarding Consumer Financial Protection Bureau fair lending compliance and enforcement matters, as well as DOJ policing or "pattern or practice" investigations. Mr. Adegbile also advises social media companies and universities on a range of anti-discrimination issues.

Mr. Adegbile is a frequent speaker on Supreme Court and anti-discrimination law topics and has testified before Congress on multiple occasions.

#### Prior Experience

Mr. Adegbile began his career as commercial litigator at a leading large New York law firm where, for seven years, he litigated a range of complex commercial cases involving contracts, international arbitration, antitrust, patents, employment, First Amendment, civil rights, zoning and real estate interests. Mr. Adegbile also handled multiple internal and regulatory investigations.

From 2013-2014, Mr. Adegbile served as senior counsel for the Senate Judiciary Committee, in which capacity he advised Committee Chairman Senator Leahy on a range of issues, including Supreme Court jurisprudence and litigation, the First Amendment, voting rights, national security, intellectual property and nominations.

Mr. Adegbile spent more than a decade working for the NAACP Legal Defense and Educational Fund, Inc. (LDF), where he served in several leadership roles. At LDF, he served as the director of litigation and supervised a broad range of complex civil and criminal cases in trial and appellate courts, including the US Supreme Court, and served as the final decision-maker for key strategic litigation decisions. Mr. Adegbile continued to litigate complex cases in his role as LDF's chief litigator, and led LDF to several major victories. From 2012 to early 2013, he served as LDF's acting president and director counsel. In February 2013, Mr. Adegbile argued his second US Supreme Court case: *Shelby County v. Holder*. Previously, Mr. Adegbile argued *Northwest Austin Municipal Utility District Number One v. Holder* in the US Supreme Court.

### Community Involvement

Mr. Adegbile is a member of the Vera Institute of Justice's board of trustees. He is also the vice chair of the Connecticut College board of trustees. From 1995-2002, he served as the first president of the board of The Catalog of Giving, a not-for-profit dedicated to supporting effective youth-serving organizations in New York City. He also served on the board of trustees of Manhattan Country School, an independent school in New York City, for 18 years, including service as board chairman.

### Honors & Awards

- Legal Services NYC (LSNYC) Public Service Leadership Honoree (2017)
- First recipient of the Latino Justice Vanguard Award (2016)
- *New York Metro Super Lawyers* list for appellate litigation (2015, 2016)
- The Nigerian Lawyers Association's Law & Justice Award (2015)
- NYU School of Law Balsa Derrick A. Bell Jr. Award for Distinguished Achievement in Public Service (2015)
- American Constitution Society Keeping Faith with the Constitution Award (2014)
- The Bronx Defenders Partner in the Pursuit of Justice Award (2014)
- Southern Center for Human Rights Frederick Douglass Equal Justice Award (2014)
- National Voting Rights Museum Institute Freedom Flame Award (2013)
- Power 100 List of the Nation's Most Influential Black Attorneys (2013)

- Root 100 List of Top African-American Achievers and Influencers (2012, 2009)
- Council of Urban Professionals Catalyst Law Award (2012)
- NYU School of Law BLAPA Alumni Association Distinguished Alumni Achievement Award (2012)
- Alumnus of the Month, NYU School of Law (July 2010)
- Chauncey Eskridge Award, SCLC (2009)
- National Public Service Award, Stanford Law School (2009)

#### Professional Activities

Named to the Board of Directors for the American Constitution Society for Law and Policy (ACS) in 2014.



## William R. O'Reilly, Jr.

Partner

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### Practice Area

#### Transactional

Real Estate

Distressed Real Estate Solutions

### Education

JD, *magna cum laude*, Georgetown University Law Center, 1980, Editorial Board, *Georgetown Law Journal*

BA, *summa cum laude* with Special Honors, Tufts University, 1977

### Bar Admissions

Massachusetts

William O'Reilly is a trusted advisor to numerous clients who rely on his strategic advice and guidance to help them navigate their most important real estate challenges. His practice focuses on all aspects of real estate law, including land use and development, private equity investment, financing, purchase, and sale and leasing.

For more than 35 years, Mr. O'Reilly has served as counsel for a broad range of clients, including institutional investors and lenders, foreign and domestic pension funds, domestic insurance companies and banks, developers, private equity investors, public REITs, Fortune 500 corporations and nonprofit institutions. He frequently advises clients on complex real estate challenges, and often collaborates with colleagues in WilmerHale's litigation, bankruptcy and environmental practices on these matters.

He has deep experience in the development and leasing of pharmaceutical and life science facilities, having recently represented several clients in complex laboratory developments. His experience also includes the representations of creditors and debtors in distressed real estate situations and workouts, as well as retailers and developers of multifamily housing, hotels, office and lab facilities in zoning, permitting and development.

Mr. O'Reilly is the author of *Massachusetts Continuing Legal Education* publications on *Obtaining Zoning Permits and Approvals*, *Lease Drafting* and *Public/Private Real Estate Transactions*.

### Honors & Awards

- Consistently selected by his peers as one of the *Best Lawyers in America* (2005-2017) in the areas of real estate law and land use & zoning law
- Recognized as a Massachusetts leader in the area of real estate in each edition of *Chambers USA: America's Leading Lawyers for Business* since 2004. In 2016, a source stated: "I've worked with him on a number of transactions and he's terrific, very smart and very fair."
- Endorsed in the real estate practice area for Massachusetts in the 2009/2010 *PLC Cross-Border Handbook*



- Named one of *Boston Magazine's* "New England Super Lawyers" (formerly "Massachusetts Super Lawyers") in real estate each year since 2004

#### Recent Highlights

- Representation of the purchaser of a \$725 million office and retail project in Greater Boston
- Representation of a European financial institution in the restructuring and disposition of numerous properties and loans throughout the United States
- Representation of a publicly traded REIT in its development, entitlement and leasing of 1,700,000 square feet of laboratory, office and residential space
- Representation of the developers of hotel and residential towers in Boston
- Representation of a multi-national pharmaceutical company in the development of research, development and laboratory buildings
- Representation of a large NYSE retail company in land acquisitions, ground leases, entitlement and challenges to more than 100 new stores or store expansions
- Representation and counseling of major educational and religious nonprofit institutions in dispositions, acquisitions and development of their key facilities
- Representation of the developer of a planned 5 million square foot "smart growth" mixed use development in acquisitions, financings and entitlements
- Representation of national multi-family developers in construction and financing of apartment and condominium developments
- Representation of owners and developers of complex waterfront properties
- Representation of pension fund advisors in portfolio-wide acquisitions and dispositions of properties throughout the United States
- Representation of domestic and foreign lending institutions in workouts and lending on hotel, office, multi-family, condominium and retail properties

#### Professional Activities

- Vice Chair, Board of Trustees, Tufts University
- Trustee and Corporation Counsel, Boston's Museum of Science
- Past President, Board of Trustees, Beaver Country Day School
- Director, Tufts University Hillel
- Fellow, The American College of Real Estate Lawyers



## Sean T. Boulger

Partner  
Vice Chair, Real Estate Practice Group

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### Practice Area

#### Transactional

Real Estate

Distressed Real Estate Solutions

### Education

JD, Harvard Law School, 1992  
BA, Economics, Harvard University,  
1989

### Bar Admissions

Massachusetts

Sean Boulger, vice chair of the Real Estate Practice Group, represents developers, owners, and investors on a wide range of complex design, construction, and development projects across a broad spectrum of real estate asset classes.

### Representative projects include:

- Negotiation of a design/build agreement for a 250 room five-star hotel in Reykjavik, Iceland.
- Negotiation of the design and construction contracts for a 58-story tower which will be the third tallest building in Boston, Massachusetts and will include a 215-room Four Seasons Hotel and approximately 170 residential condominium units.
- Negotiation of design and construction contracts utilizing integrated project delivery methods for a 550,000 square foot state-of-the-art biomedical research and laboratory facility adjacent to the campus of the Massachusetts Institute of Technology.
- Negotiation of the design and construction contracts to renovate Boston's historic Charles Street Jail into the acclaimed Liberty Hotel.
- Negotiation of the design and construction contracts for downtown Boston's One Lincoln Street, a 1,000,000-square-foot office tower.

### Honors & Awards

- Recognized in the 2013-2016 editions of *Chambers USA: America's Leading Lawyers for Business* for his real estate practice, with clients saying "he's a good-quality, careful lawyer who is a pleasure to [work] with" and who "continues to distinguish himself"
- Selected by peers for inclusion in the 2008-2017 editions of *The Best Lawyers in America* in the area of real estate law
- Recommended in the 2016 edition of the *The Legal 500 United States* for his real estate and construction practice
- Recipient of WilmerHale's Reginald Heber Smith Award for Public Service

- Named a "New England *Super Lawyer*" (formerly "Massachusetts *Super Lawyer*") in real estate in the 2006-2016 issues of *Boston Magazine*

#### Recent Highlights

- Recapitalization of a \$370 million office-lab project for a publicly-traded REIT
- Formation of a joint venture between a leading private equity fund and a seniors housing management and development company to develop independent living, assisted living, and memory care facilities in multiple states

#### Professional Activities

Mr. Boulger's clients include numerous not-for-profit corporations, including Pine Street Inn, as well as Allston Brighton Community Development Corporation, and FamilyAid Boston.

#### Community Involvement

Mr. Boulger is a co-leader of the firm's public interest partnership with Cathedral High School, an inner-city parochial school in Boston's South End. He is also a member of the Board of Directors of Cathedral High School. Mr. Boulger is a graduate of the 2001 Lead Boston Class of the National Conference for Community and Justice.



## Paul Jakubowski

Partner  
Chair, Real Estate Practice Group

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### Practice Area

#### Transactional

Real Estate

Distressed Real Estate Solutions

### Education

JD, *cum laude*, Harvard Law School, 1988

BA, *summa cum laude*, University of Pennsylvania, 1985, Phi Beta Kappa

### Bar Admissions

Massachusetts

For nearly 30 years, Paul Jakubowski has represented investors, developers and operators in a wide range of real estate transactions and development projects nationwide. His extensive experience in all aspects of real estate law includes joint ventures, acquisitions, developments, leases and financing transactions across a broad spectrum of real estate asset classes. A notable practitioner, Mr. Jakubowski is a recognized leader in the field of tenant-side headquarters lease transactions and has established a premier company-side practice in Boston, where he serves as the chair of WilmerHale's Real Estate Practice.

Mr. Jakubowski counts numerous real estate groups among his clients, including REITs, foreign investors in US real estate, national retailers and private equity real estate funds. His practice is national and covers all property types. He works frequently with WilmerHale's tax, corporate, bankruptcy, financial institutions and litigation groups.

### Current and Recent Engagements

#### Headquarters Leasing

- Some of the largest and highest-profile office lease transactions in Boston and other markets over the past five years, including the following tenant representations:
- Kronos Incorporated – 450,000 sf in Lowell, Massachusetts
- Demandware – 240,000 sf build-to-suit
- Financial services firm (Boston tower, in progress) – 250,000 sf
- LPL Financial (new construction) – 400,000 sf campus in South Carolina
- SharkNinja (suburban Boston building renovation) – 200,000 sf
- Brown Brothers Harriman (Boston tower, fully renovated) – 400,000 sf
- WilmerHale (Boston tower) – 300,000 sf
- TripAdvisor new construction – 300,000 sf



- Cimpres (suburban Boston, new construction) – 300,000 sf
- MFS (Boston tower) – 300,000 sf
- Avid (suburban Boston) – 200,000 sf, three buildings
- Constant Contact (suburban Boston) – 250,000 sf
- Pegasystems (Cambridge) – 160,000 sf, two buildings
- Pioneer Investment Management (Boston tower) – 150,000 sf
- LPL Financial (San Diego, new construction) – 400,000 sf
- WilmerHale (NY tower) – 200,000 sf

#### *Private Equity/Capital Markets/REITS*

- Sale of a \$1.2 billion portfolio of structured real estate loans for a German Finance Ministry agency
- Workout and sale of a \$300 million loan secured by an Acapulco resort
- Acquisition, financing and development of a \$300 million proton therapy center in Manhattan for the acquirer/developer
- Numerous acquisitions and sales for a public industrial REIT (national)
- Numerous acquisitions and sales for a public office REIT (national)
- Laboratory leasing and related activities for a public life sciences REIT (Boston/Cambridge area)
- Acquisitions, sales and financings of multifamily industrial and office assets for several private equity real estate funds
- Numerous joint venture negotiations and financings for both capital side and operator side partners
- Syndicated private placements for sponsor

#### *Opportunistic Investments and Development*

- Acquisition, redevelopment and expansion of an office park in suburban Boston into a premier 400,000 square foot life sciences campus (represented operator in venture with capital partner, leases to pharma tenants, several financings and sale)
- Acquisition, repositioning, financing and sale of more than 100 office buildings, malls and retail centers in New England for a variety of Boston-based real estate investors
- Leasing and financing of a former I-495 corporate campus to life sciences tenants – 500,000 sf

- Acquisition, financing, development and leasing of New York city's first proton therapy facility, a \$350 million project under construction on E. 126th Street in Manhattan
- Acquisition and financing of educational campuses on behalf of a for-profit education provider in New York and Massachusetts

#### **Retail**

- Acquisition, leasing, development of dozens of store and distribution center sites for numerous retailers, including three of the largest retailers in the US
- Acquisition, financing and sale of malls and retail centers in New England

#### **Corporate Users**

- M&A activity and development and leasing of various types (office, lab, call centers) for WilmerHale's diverse base of corporate clients, nationally and internationally, including such companies as Analog Devices, Cumberland Farms, Skyworks, MFS, Pioneer, Avid, PerkinElmer, Dean Foods, Constant Contact, Danaher, A123 Systems, MicroStrategy, Stream, Thermo Fisher and The Medicines Company, as well as many early stage companies represented by WilmerHale's Emerging Company Practice

#### **Professional Activities**

Mr. Jakubowski is a member of the Boston, Massachusetts, and American Bar Associations and the National Association of Industrial and Office Properties. He serves on the boards of the Greater Boston Chamber of Commerce and the urban planning and transportation leader A Better City. He is also a director of the Real Estate Finance Association.

#### **Honors & Awards**

- Recognized in the 2013-2016 editions of *Chambers USA: America's Leading Lawyers for Business* for his real estate practice, with a client commenting that "he understands what we are looking for; he has a great skill set and is always available." In 2005 and 2006, he was recognized by *Chambers USA* for his exceptional standing in the legal community.
- Selected by his peers for inclusion in the 2007-2017 editions of the *Best Lawyers in America* in the area of real estate law

- Recommended in the 2016 edition of *The Legal 500 United States* for his real estate and construction practice
- Named a "New England *Super Lawyer*" (formerly "Massachusetts *Super Lawyer*") in the 2005-2016 issues of *Boston Magazine*



## George W. Shuster, Jr.

Partner

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### Practice Area

#### Transactional

Bankruptcy and Financial  
Restructuring

Debt Finance

### Education

JD, University of Virginia School of  
Law, 2000

BA, summa cum laude, Columbia  
University, 1997, Phi Beta Kappa

### Bar Admissions

Massachusetts

New York

United States Supreme Court

George Shuster's practice focuses on the areas of bankruptcy, insolvency risk mitigation, out-of-court restructurings and debt finance transactions. Mr. Shuster has specific experience representing creditors in credit risk and insolvency situations related to airport facilities and airlines. He represented municipal conduit bondholders in the chapter 11 bankruptcy proceedings of Northwest Airlines and American Airlines, and he currently represents bondholders of Empresas ICA, a leading Mexican airport facilities contractor, in its financial restructuring.

### Honors & Awards

- Named to *M&A Advisor's* "40 Under 40" list in 2013, recognizing the leading M&A, financing and turnaround professionals.
- Recognized as a Massachusetts leader in the Bankruptcy/Restructuring field in the 2010 and 2011 editions of *Chambers USA: America's Leading Lawyers for Business*
- Named a "Massachusetts *Super Lawyers'* Rising Star" in the bankruptcy and workout area in the 2005, 2006, 2007, 2010, 2011 and 2012 issues of *Boston Magazine*. Named a "New England *Super Lawyer*" (formerly Massachusetts *Super Lawyer*) in 2008, 2013, 2014, 2015 and 2016.

### Relevant Highlights

#### Bankruptcy & Financial Restructuring:

- Representation of lenders and municipal conduit bondholders in the Energy Future Holdings (Texas Competitive Electric Holdings) Chapter 11 case
- Representation of a major municipal conduit bondholder in the American Airlines Chapter 11 case
- Representation of municipal conduit bondholder group in the Northwest Airlines Chapter 11 case



- Representation of municipal conduit bondholder group in a Chapter 11 case of an Indiana healthcare provider
- Representation of a real estate joint venture partner and lender in connection with a multi-party workout and settlement of co-partner debt and litigation issues
- Representation of developer in connection with litigation arising from a publicly-financed biofuels facility in Mississippi
- Representation of an investor in connection with a privately-financed biofuels facility in Alabama
- Representation of a university client in connection with mitigating counterparty risk in long-term bond-supported financing transaction with private developer

#### Debt Finance:

- Representation of a government contractor in its multinational \$155 million financing and in a later refinancing and facility increase
- Representation of a technology company in \$500 million credit facility
- Representation of a manufacturer and distributor in \$500 million credit facility

#### Pro Bono:

- Representation of private foundation in successfully obtaining purchase of defunct Rocky Point Amusement Park as a new 124-acre waterfront Rhode Island state park through a state bond referendum and bond-financed purchase
- Representation of Mozambique Safari park operator in various financing transactions with developers and other counterparties

#### Professional Activities

- Member, *Law360's* Bankruptcy Editorial Advisory Board



## Madhu Chugh

Counsel

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### Practice Area

#### Litigation/Controversy

Appellate and Supreme Court  
Litigation

Government and Regulatory  
Litigation

#### Regulatory and Government Affairs

Federal Inspector General  
Investigations

Public Policy and Legislative  
Affairs

Strategic Response

Healthcare

### Education

JD, Yale Law School, 2008, Book  
Reviews & Features Editor, *Yale  
Law Journal*; Articles Editor, *Yale  
Law & Policy Review*

MPP, Harvard University, John F.  
Kennedy School of Government,  
2004

BA & BJ, with High Honors,  
University of Texas at Austin, 1998,  
Phi Beta Kappa

### Bar Admissions

District of Columbia

### Clerkships

The Hon. Thomas B. Griffith, US  
Court of Appeals for the District of  
Columbia Circuit, 2008 - 2009

Madhu Chugh's practice focuses on governmental enforcement actions, congressional inquiries, internal investigations and high-stakes litigation, particularly in the healthcare, pharmaceuticals, defense and technology sectors. She has helped numerous clients navigate crises, providing strategic counsel to companies facing complex regulatory issues at the intersection of law, policy and business. Ms. Chugh has also filed numerous briefs in federal and state courts and has advised clients on constitutional and statutory issues.

### Background

Ms. Chugh has deep experience working on healthcare issues. She teaches Health Law & Policy as an adjunct professor at Georgetown University Law Center and is a scholar at the O'Neill Institute for National and Global Health Law at Georgetown. In 2009, at the invitation of the O'Neill Institute, Ms. Chugh published the article, "Executive Authority to Reform Health," which analyzed the scope of the President's constitutional and statutory power to enact healthcare reform.

During the 2004 presidential election, Ms. Chugh served as the Director of Health Care Policy for the Kerry-Edwards campaign. She was the Policy Director on Senator Jeanne Shaheen's 2002 campaign, and from 2001-2002, she worked on healthcare policy for Senator Edward Kennedy. During her time in the US Senate, she helped develop and pass the Health Care Safety Net Amendments, which increased funding for community health centers and the National Health Service Corps program, as well as created the Healthy Communities Access Program. In 1998, Ms. Chugh served as Deputy Communications Director on Tom Vilsack's successful gubernatorial campaign in Iowa, where he was the first Democrat to be elected governor in more than 30 years. She then served as the Deputy Communications Director in the Governor's office from 1999 to 2000, where she organized a coalition of 70 groups to help pass legislation that invested Iowa's share of a large tobacco settlement in creating and expanding healthcare programs.

Ms. Chugh is also a devoted and loyal alumna of The University of Texas. In 2013, Ms. Chugh was named an Outstanding Young Texas Ex, one of four alumni under the age of 40 recognized for significant career achievements and service to the University. In 2014, Ms. Chugh was elected to the Board of Directors for the Ex-Students' Association of The University of Texas.

Ms. Chugh currently serves on the panelist of judges for the MacArthur Foundation's \$100 million grant competition entitled "100&Change."

#### Honors & Awards

- Recipient of the 2013 Outstanding Young Texas Ex Award, which recognizes University of Texas alumni who are 40 or under, distinguished in their fields, and have demonstrated a continuing interest in the university



## Livingston A. Miller II

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### Practice Area

#### Transactional

Corporate

### Education

JD, University of Pennsylvania Law School, 2010

MBA, The Wharton School, University of Pennsylvania, 2010

BS, Management, with high distinction, Pennsylvania State University, 2006

### Bar Admissions

New York

Livingston Miller has a general corporate practice, with an emphasis on mergers and acquisitions and capital markets transactions. Mr. Miller has experience advising public and private companies on mergers, acquisition, divestitures and joint ventures. He has represented underwriters and issuers in various phases of debt and equity securities offerings, including initial public offerings, follow-on equity offerings, investment grade and high yield bond offerings and private placements. Mr. Miller also represents emerging companies with respect to a wide range of issues, including initial organization and incorporation matters, financings and sales transactions.

Prior to joining WilmerHale, Mr. Miller was an associate at Davis Polk & Wardwell LLP.

### Honors & Awards

Mr. Miller was recognized as a "Rising Star" in the 2015 edition of *New York Super Lawyers*.





## Bonnie L. Heiple

Counsel

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### Practice Area

#### Regulatory and Government Affairs

Energy, Environment and Natural Resources

### Education

JD, Boston University School of Law, 2008, Editor, *Boston University Public Interest Law Journal*

BA, English and Environmental Law, *magna cum laude*, Bucknell University, 2005

### Bar Admissions

Massachusetts

New York

Connecticut

Bonnie Heiple focuses her practice on environmental, energy and natural resources law. She represent clients in a wide range of litigation and transactional matters, and provides strategic counsel on project development and compliance with federal and state requirements.

Ms. Heiple represents clients in civil and administrative investigations and enforcement proceedings, including leadership roles in large multi-party Superfund PRP defense groups. Recent representative engagements include:

- defending a major national research facility against an EPA investigation following a multi-media inspection;
- representing a consortium of state agencies in a controversial administrative litigation involving a nuclear power plant and a myriad of stakeholders; and
- representing a global electronics manufacturer in an OSHA proceeding and advising the company on environmental health and safety requirements.

In the energy and natural resources space, Ms. Heiple counsels developers and project proponents in all phases of project development and interfaces with local, state and federal agencies. That work includes assisting ski areas in implementing development plans and negotiating conservation and other land use agreements. She recently secured approvals for the largest renewable energy generation facility on a Region I Superfund site and for the largest wind energy generation facility in Colorado.

### Experience

Before joining WilmerHale, Ms. Heiple practiced at a Connecticut law firm, where she counseled clients in all areas of environmental and regulatory law, including representing utility companies (traditional and renewable energy, water and telecommunications) in connection with compliance issues, siting proceedings and investigations by administrative agencies.

Ms. Heiple also worked for the United States Environmental Protection Agency, Region 1, and served as a Special Assistant to the Commissioner of the Connecticut Department of Energy and Environmental Protection.

## Honors & Awards

- Named a New England Super Lawyers (formerly Massachusetts Super Lawyers) "Rising Star" in the 2013-2016 editions of *Boston Magazine*
- Selected as a *Super Lawyers'* 2016 and 2017 "Top Women Attorneys in Massachusetts—Rising Star" in *Boston Magazine*
- Recognized by the New York Bar Association as a 2014 Empire State Counsel honoree for pro bono service

## Speaking Engagements

In June 2016, Ms. Heiple co-chaired a Climate Change Continuing Legal Education (CLE) program at the Boston Bar Association.

Ms. Heiple presented a round-up of important regulatory developments at the Northeast Gas Association Executive Conference in September 2015.

She was a panelist at an EPA Region I roundtable entitled "Renewable Energy on Contaminated Properties in Massachusetts" in November 2014.

In September 2013, Ms. Heiple presented a seminar entitled "Siting Solar on Landfills," sponsored by the Boston Bar Association's Energy & Telecommunications Law and Hazardous & Solid Waste committees.

She frequently coordinates and moderates panels and presentations at the Boston Bar Association.

## Professional Activities

Ms. Heiple serves on the Board of Editors of the *Boston Bar Journal*, as well as the Boards of Young Professionals in Energy and the American Lung Association (Massachusetts). She recently concluded a two-year term as the co-chair of the Hazardous and Solid Waste Committee of the Environmental Law Section at the Boston Bar Association. She is a member of the Boston, Massachusetts, New York and Connecticut Bar Associations.

Ms. Heiple is active at her alma mater, the Boston University School of Law, where she mentors first-year law students and serves as a moot court judge, among other engagements.

Within the firm, Ms. Heiple serves on the steering committee of the Women's Leadership Initiative.



## Raya B. Treiser

Counsel

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### Practice Area

#### Regulatory and Government Affairs

Energy, Environment and Natural Resources

### Education

JD, *cum laude*, Georgetown University Law Center, 2009

Master in Global Business Law, Sorbonne Law School and Sciences Po, 2008

BS, *magna cum laude*, School of Foreign Service, Georgetown University, 2005

### Bar Admissions

District of Columbia  
New York

Raya Treiser advises clients on a variety of environmental regulatory and natural resources matters. Ms. Treiser spent several years in the Department of the Interior and the White House, where she helped shape the policies that govern the development of energy and infrastructure projects on public lands and the Outer Continental Shelf.

Ms. Treiser was part of the core team responsible for the comprehensive reform of offshore drilling regulations following the 2010 Gulf of Mexico oil spill. She went on to serve as Counselor to the Deputy Secretary of the Interior, where she helped implement the Department's policies on on-shore and off-shore energy development, landscape-scale mitigation, and energy development in Alaska. In 2013, Ms. Treiser was selected by White House staff to lead a government-wide initiative under President Obama's Executive Order 13604 to streamline the federal permitting of large infrastructure projects, including energy generation, electricity transmission, oil and gas pipelines, surface transportation, aviation, ports and water resources projects.

Since returning to private law practice, Ms. Treiser has successfully leveraged her substantive knowledge and insight into government processes to help clients secure federal, state and local permits and authorizations for energy and infrastructure projects, including renewable energy, electricity transmission, mining, LNG export terminals and mass transit projects. Ms. Treiser also advises ski areas and recreation facilities on a variety of public lands and permitting issues.



## Amit A. Tantri

Senior Associate

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### Practice Area

#### Transactional

Real Estate

### Education

JD, Vanderbilt University Law School, 2013, Authorities Editor, *Vanderbilt Journal of Transnational Law*, Vanderbilt Scholastic Excellence Award: Current Issues in Transactional Practice

BA, Economics, *magna cum laude*, Middlebury College, 2007

### Bar Admissions

Massachusetts

Amit Tantri is a senior associate in the Real Estate practice group. He focuses his practice on the acquisition, sale, financing, leasing and development of commercial real estate.

### Experience

During law school, Mr. Tantri was an intern with the Antitrust Division of the US Department of Justice. While there, he served on a case team involved in the preliminary and second request phases of a high-technology merger investigation.

Before law school, Mr. Tantri was a senior analyst with Compass Lexecon. In that role, he supported economists retained as expert witnesses. His responsibilities included advising attorneys at client law firms, case management, research, computer programming, and the preparation of witnesses for deposition and trial. His cases included airline and utility mergers, pipeline project financings and litigations concerning natural gas market manipulation, pipeline capacity allocation and a Native American tax dispute.